

RECORDATION NO. 23154-D FILED

ALLEN & OVERY

SEP 29 2008

4:45 PM

SURFACE TRANSPORTATION BOARD



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Mr. Vernon Williams
Secretary
Surface Transportation Board
395 E St., SW
Washington, D.C. 20423

Our ref 51231-00008 NY:4097989.1

September 26, 2008

Dear Mr. Williams:

Enclosed is an original and one counterpart of the documents described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is an Amendment, a secondary document, dated September 17, 2008. The primary document to which it is connected is recorded under Recordation Number 23154A.

The names and addresses of the parties to the enclosed documents are:

Trustee:	U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut 225 Asylum Street, 23 rd Floor Hartford, Connecticut 06103
Lender:	AIG/ FP Funding (Cayman) Limited c/o Maples and Calder P.O. Box 309 Ugland House South Church Street Georgetown, Grand Cayman Cayman Islands KY1-1104

A description of the equipment covered by the documents follows:

Railcars within the various series described in Schedules A and B.

A fee of \$41.00 is enclosed.

A short summary of the document to appear in the index follows:

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Amendment to a Memorandum of Loan and Security Agreement with Recordation Number 23154A, dated September 27, 2000 and covering railcars with the various series described in Schedules A and B.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Erika Singer', with a long horizontal stroke extending to the right.

Erika Singer
Associate

SEP 29 '08

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF AMENDMENT TO MEMORANDUM OF LOAN AND SECURITY AGREEMENT

This Memorandum of Amendment to Memorandum of Loan and Security Agreement with Recordation Number 23154-A is made and entered into as of September 17, 2008, by and between U.S. BANK NATIONAL ASSOCIATION, as successor to State Street Bank and Trust Company of Connecticut, not in its individual capacity, but solely as Trustee (hereinafter "Trustee") and AIG-FP FUNDING (CAYMAN) LIMITED (hereinafter "Lender") respecting the Loan and Security Agreement (RAIL-2000-TX) (hereinafter "Loan Agreement") dated as of September 27, 2000, between Trustee and Lender.

Pursuant to the provisions of the Loan Agreement, Trustee and Lender hereby affirm and acknowledge that:

1. Trustee has agreed to grant the Lender a first priority security interest in the Replacement Items of Equipment described in Schedule A attached hereto and the Lender has agreed to release its security interest in the Items of Equipment described in Schedule B hereto and such discharged Items of Equipment are no longer deemed Items of Equipment for any purpose, subject to the terms defined in the Loan Agreement.
2. Lender and Trustee further acknowledge and affirm that this Memorandum of Amendment to Memorandum of Loan and Security Agreement is not a summary of the Loan Agreement nor a complete recitation of the terms and provisions thereof. Accordingly, Lender and Trustee hereby agree that in the event of a conflict between this Memorandum of Amendment to Memorandum of Loan and Security Agreement and the provisions of the Loan Agreement, the provisions of the Loan Agreement, as the case may be, shall control.
3. This Memorandum of Amendment to Memorandum of Loan and Security Agreement is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301.
4. This Memorandum of Amendment to Memorandum of Loan and Security Agreement is being recorded with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Amendment to Memorandum of Loan and Security Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first written above.

TRUSTEE:

U.S. BANK NATIONAL
ASSOCIATION (as successor in
interest to State Street Bank and
Trust Company of Connecticut), not
in its individual capacity but solely
as Owner Trustee

By: 

Name: Susan C. Merker
Vice President

Title: _____

STATE OF Connecticut)

) SS:

COUNTY OF Hartford)

On this 17th of Sept, 2008, before me personally appeared Susan P. McNally,
to me personally known, who being duly sworn, state that she is Vice President of
U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on behalf of said
corporation by authority of its board of directors, and she acknowledged that the execution of the
foregoing instrument was the free act and deed of said corporation.

Notary Public

Susan P. McNally

My Commission expires


SUSAN P. McNALLY
Notary Public - Connecticut
My Commission Expires Mar. 31, 2010

LENDER:

AIG-FP FUNDING (CAYMAN)
LIMITED

By:  _____

Name: Christian Toft

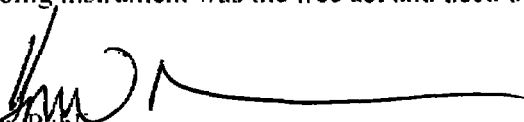
 Title: Authorized Signatory

STATE OF CONNECTICUT)

) SS. Wilton

COUNTY OF FAIRFIELD)

On this 26th of June, 2008, before me personally appeared Christian Toft,
to me personally known, who being duly sworn, state that he is an Authorized Signatory of
AIG-FP FUNDING (CAYMAN) LIMITED, that said instrument was signed on behalf of said
corporation by authority of its board of directors, and he acknowledged that the execution of the
foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission expires

AMIE MELESHKEWICH

NOTARY PUBLIC

MY COMMISSION EXPIRES NOV. 30, 2008

Schedule A

REPLACEMENT ITEMS

Car Mark	Car Type	Built Date	CC #
NATX 400294-A_AAI_FQ	Tank	2005	717636
NATX 400301-A_AAI_FQ	Tank	2006	717643
NATX 400302-A_AAI_FQ	Tank	2006	717644
NATX 400303-A_AAI_FQ	Tank	2006	717645
NATX 400304-A_AAI_FQ	Tank	2006	717646
NATX 400305-A_AAI_FQ	Tank	2006	717647
NATX 400306-A_AAI_FQ	Tank	2006	717648
NATX 400307-A_AAI_FQ	Tank	2006	717649
NATX 400308-A_AAI_FQ	Tank	2006	717650
NATX 400313-A_AAI_FQ	Tank	2006	717655
NATX 400314-A_AAI_FQ	Tank	2006	717656
NATX 251232-A_AAS_EI	Tank	2006	725539
NATX 251233-A_AAS_EI	Tank	2006	725540
NATX 251246-A_AAS_EI	Tank	2006	725553
NATX 251280-A_AAS_EI	Tank	2006	725587
KPLX 005029	Coal	2003	683374
NAHX 101049	Hopper	2003	683748

Schedule B

ITEMS TO BE REPLACED

Car Mark	Car Type	Built Date	CC #
NAHX 553237	SPECCO	1998	401376
CHTT 380011	Box	1998	386656
UCFX 098468	Coal	1998	386425
UCFX 098166	Coal	1998	385690
UCFX 098176	Coal	1998	385700
UCFX 098189	Coal	1998	385713
UCFX 098191	Coal	1998	385715
UCFX 098198	Coal	1998	385722
UCFX 098218	Coal	1998	385742
UCFX 098239	Coal	1998	385763
UCFX 098240	Coal	1998	385764
UCFX 098241	Coal	1998	386192
UCFX 098311	Coal	1998	386262
UCFX 098316	Coal	1998	386267
UCFX 098323	Coal	1998	386274
UCFX 098358	Coal	1998	386309
UCFX 098388	Coal	1998	386345
UCFX 098452	Coal	1998	386409
UCFX 098474	Coal	1998	386431
UCFX 098484	Coal	1998	386441
UCFX 098290	Coal	1998	386241
UCFX 098365	Coal	1998	386422

CHVX 898560	Plastic	1998	395633
CHFF 380001	Box	1998	386646
UCFX 098225	Coal	1998	385749
UCFX 098385	Coal	1998	386342
UCFX 098430	Coal	1996	386387
UCFX 098129	Coal	1996	385653
CHFI 380022	Box	1998	386667
UCTX 98192	Coal Gondola	1998	385716